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Federal Communications Commission Washington, D.C. 20554	Approved by OMB 3060-0032 (September 2004)	FOR FCC USE ONLY
FC	C 315	
ENTITY HOLDING BROADCA	CT CT A TION CONCERNICATION	FOR COMMISSION USE ONLY FILE NO. BTCCT - 20070501AFR
Read INSTRUCTIONS	Before Filling Out Form	

	Read INSTRUCTIONS Be	fore Filling Out Form	
Sec	tion I - General Information		
1.	Legal Name of the Licensee/Permittee CHANNEL 40, INC.		
	Mailing Address 4655 FRUITRIDGE ROAD		
	City SACRAMENTO	State or Country (if foreign address) CA	Zip Code 95820 -
	Telephone Number (include area code) 9164544422	E-Mail Address (if available)	
	FCC Registration Number: 0001724004	Call Sign KTXL	Facility ID Number 10205
2.	Contact Representative (if other than lice R. CLARK WADLOW	ensee/permittee)	Firm or Company Name SIDLEY AUSTIN LLP
	Mailing Address 1501 K STREET, NW		
	City WASHINGTON	State or Country (if foreign address) DC	ZIP Code 20005 -
	Telephone Number (include area code) 2027368215	E-Mail Address (if available) RWADLOW@SIDLEY.COM	
3.	If this application has been submitted without a fee, indicate reason for fee exemption (see 47 C.F.R. Section 1.1114): Governmental Entity Noncommercial Educational Licensee/Permittee Other N/A (Fee Required)		
4.	Purpose of Application:		
	Transfer of control of licensee		
	Transfer of control of permitte		
	Amendment to pending application File number of pending application: If an amendment, submit as an Exhibit a listing by Section and Question Number of the portions of the pending application that are being revised. [Exhibit 1]		
5.		he subject of this application obtained through the Cor C.F.R. Sections 1.2111(a) and 73.5001)?	nmission's Yes No
	If yes, list pertinent authorizations in an	Exhibit.	[Exhibit 2]
6.		e the subject of this application obtained through the ed channel noncommercial educational stations (see 4'	7 C.F.R. Yes No

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If yes to 6(a), have all such stations operated for at least 4 years with a minimum operating schedule since grant pursuant to the point system?



If no, list pertinent authorizations in an Exhibit and include in the Exhibit a showing that the transaction is consistent with the holding period requirements of 47 C.F.R. Section 73.7005(a).

Section II - Transferor(s)

	Certification. Transferor(s) certifits (their) review of the application (they) have made an affirmative certhat the application satisfies each of instructions and worksheets.	instructions and work rtification below, this	sheets.	Transferor(s) further certify that utes its (their) repre	t where it sentation	Yes No
2.	Legal Name of the Transferor					•	
	SHAREHOLDERS OF TRIBUNE	COMPANY					
	Mailing Address 435 NORTH MICHIGAN AVENU						
	City CHICAGO	State or Country (if for	reign ad	dress)		Zip Code 60611 -	
	Telephone N (include area 3122223333	Number a code)		E-Mail Add	lress (if available)	90011 -	
3.	Contact Representative (if other tha	an transferor)				Company Name	
	R. CLARK WADLOW Mailing Address				SIDLEY	AUSTIN LLP	
	1501 K STREET NW						
	City State WASHINGTON DC	or Country (if foreig	n addres	ss)	Zip Cod 20005 -	e	
	Telephone Number (include area co	ode)				Address (if available))
	2027368215				RWADI	LOW@SIDLEY.CO	M
	If more than one transferor, submit	the information requ	ested in	questions 2	and 3 for each trans	sferor.	[Exhibit 4]
4.	Changes in interests as a result of tr	ransfer.					
	[Enter Changes in Interests Information]						
		Changes in	Interes	ts as a Resi	ılt of Transfer		
	(A) NAMES AND ADDRESSES	(B)			INTERE	ST HELD	
	OF ANY PARTY TO APPLICATION HOLDING AN ATTRIBUTABLE INTEREST	CITIZÈŃSHIP			ER OR ASSIGNMENT	(D) AFTER TRANSFE	
			(1) Perc	entage Votes	(2) Percentage Total Assets (Equity plus Debt)	(1) Percentage Votes	(2) Percentage Total Assets (Equity plus Debt)
	SEE EXHIBIT 5	NA					
			J				
			or [Exhibit 5]			

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

Typed or Printed Name of Person Signing	Typed or Printed Title of Person Signing

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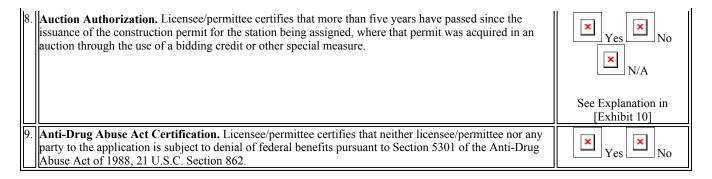
CRANE H. KENNEY	SECRETARY
Signature	Date
	05/01/2007

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

Section III - Licensee/Permittee

	its review of the application instr an affirmative certification below satisfies each of the pertinent sta	the certifies that it has answered each question uctions and worksheets. Licensee further cert, this certification constitutes its representation and criteria set forth in the application	tifies that where it has made ion that the application instructions and worksheets.	Yes No
	Provide the Facility Identification File Number of the Construction stations, FM and/or TV translato [Enter Station Information] List the authorized stations and convenience of the Call Sign, or the	List the authorized stations and construction Number and the Call Sign, or the Facility I Permit, and the location, for each station to be restations, LPTV stations, FM and/or TV boots onstruction permits to be transferred. Provide Facility Identification Number and the File a station to be transferred. Include main station TV booster stations. Or Construction Permit File Number	dentification Number and the be assigned. Include main oster stations. e the Facility Identification Number of the Construction	
3.	a. it has placed in its public inspagreements to transfer control b. these documents embody the and	ol of Station. Licensee/permittee certifies the ection file(s) and submitted an an exhibit to of the station(s); complete and final understanding between truly with the Commission's rules and policies.	this item copies of all	Yes No See Explanation in [Exhibit 6]
		signs, locations and facility identifiers of all party to the application has an attributable in		N/A [Exhibit 7]
	application has or has had any in a. any broadcast application in a resolved adversely against the	my proceeding where character issues were leapplicant or any party to the application; or	eft unresolved or were	Yes No See Explanation in
	Adverse Findings. Licensee/per	ation in which character issues have been rai mittee certifies that, with respect to the licens	see/permittee and each party	[Exhibit 8]
	court or administrative body in a related to any of the following: a statements to another governmen		he provisions of any law fair competition; fraudulent	Yes No See Explanation in [Exhibit 9]
	Local Public Notice. Licensee/prequirements of 47 C.F.R. Section	ermittee certifies that it has or will comply wn 73.3580.	vith the public notice	Yes No
l Ì	I			II

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I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations.

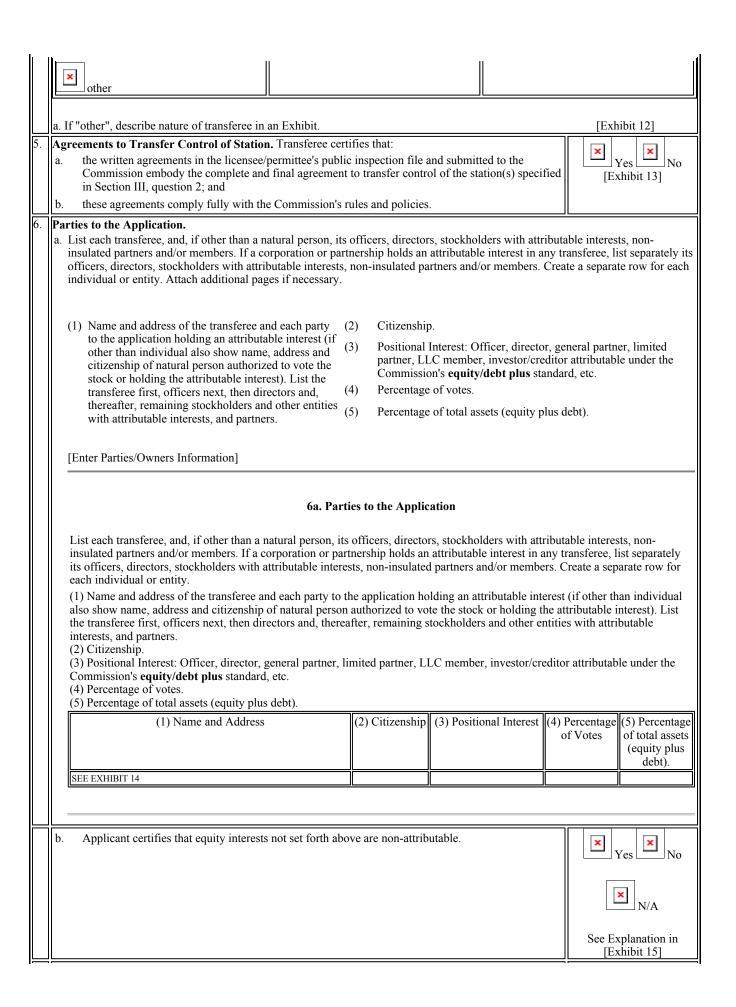
11 31	Typed or Printed Title of Person Signing SECRETARY
Signature	Date 05/01/2007

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Section IV - Transferee(s)

	Certification. Transferee(s) certify that it (they) on its (their) review of the application instructions it (they) have made an affirmative certification be representation that the application satisfies each of application instructions and worksheets.	s and worksheets. Transferee(s) further low, this certification constitutes its (the	certify that where very ves No
2.	Legal Name of the Transferee(s) SAMUEL ZELL (SEE EXHIBIT 11)		
	Mailing Address		
	TWO NORTH RIVERSIDE PLAZA SUITE 600		
	City State or Country (if foreign	address) Zip Coo	le
	CHICAGO IL	60606 -	
	Telephone Number (include area code)	E-Mail Address (if available)	
	3124540100		
3.	Contact Representative (if other than transferee)	Firm or Company Name	
	JOHN R. FEORE, JR. Mailing Address	DOW LOHNES PLLC	
	1200 NEW HAMPSHIRE AVENUE, NW		
	SUITE 800	- Ia	
	City WASHINGTON	State or Country (if foreign DC	address) Zip Code 20036 -
	Telephone Number (include area code)	E-Mail Address (if available	
	JFEORE@DOWLOHNES.COM		
	If more than one transferee, submit the information	on requested in questions 2 and 3 for ea	ach transferee. [Exhibit 11]
4.	Nature of Applicant. Each transferee is:		7
	an individual	a general partnership	a for-profit corporation
	a limited partnership	a not-for-profit corporation	a limited liability company
			/

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7.	Other Authorizations. List call signs, locations, and facility identifiers of all other broadcast stations in which transferee or any party to the application has an attributable interest.	N/A
		[Exhibit 16]
8.	Multiple Ownership.	
	a. Is the transferee or any party to the application the holder of an attributable radio joint sales agreement or an attributable radio or television time brokerage agreement for the subject station(s) or any other stations in the same market as the station(s) subject to this application?	Yes No
	If "Yes," radio applicants must submit as an Exhibit a copy of each such agreement for radio stations.	[Exhibit 17]
	b. Transferee certifies that the proposed transfer complies with the Commission's multiple ownership rules and cross-ownership rules.	Yes No
	Radio Applicants Only: If "Yes," submit an Exhibit providing information regarding the market, broadcast station(s), and other information necessary to demonstrate compliance with 47 C.F.R. § 73.3555(a).	[Exhibit 18]
	All Applicants: If "No," submit as an Exhibit a detailed explanation in support of an exemption from, or waiver of, 47 C.F.R. § 73.3555.	
	c. Transferee certifies that the proposed transfer: 1. does not present an issue under the Commission's policies relating to media interests of immediate family members; 2. complies with the Commission's policies relating to future ownership interests; and	Yes No See Explanation in
	complies with the Commission's policies relating to the insulation and nonparticipation of non-party investors and creditors.	[Exhibit 19]
9.	Character Issues. Transferee certifies that neither transferee nor any party to the application has or has had any interest in, or connection with:	Yes No
	 a. any broadcast application in any proceeding where character issues were left unresolved or were resolved adversely against the applicant or any party to the application; or b. any pending broadcast application in which character issues have been raised. 	See Explanation in
1.0	1.7	[Exhibit 20]
10.	Adverse Findings. Transferee certifies that, with respect to the transferee and each party to the application, no adverse finding has been made, nor has an adverse final action been taken by any court or administrative body in a civil or criminal proceeding brought under the provisions of any law related to any of the following: any felony; mass media-related antitrust or unfair competition; fraudulent statements	Yes No
	to another governmental unit; or discrimination.	See Explanation in [Exhibit 21]
11.	Alien Ownership and Control. Transferee certifies that it complies with the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments.	Yes No
		See Explanation in [Exhibit 22]
12.	Financial Qualifications. Transferee certifies that sufficient net liquid assets are on hand or are available from committed sources to consummate the transaction and operate the station(s) for three months.	Yes No
		See Explanation in [Exhibit 23]
	Program Service Certification. Transferee certifies that it is cognizant of and will comply with its obligations as a Commission licensee to present a program service responsive to the issues of public concern facing the station's community of license and service area.	Yes No
14.	Auction Authorization. Transferee certifies that where less than five years have passed since the issuance of the construction permit and the permit had been acquired in an auction through the use of a bidding credit or other special measure, it would qualify for such credit or other special measure.	Yes No
		N/A
		See Explanation in

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	[Exhibit 24]
Anti-Drug Abuse Act Certification. Licensee/permittee certifies that neither licensee/permittee nor any party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.	Yes No
EEO. Does the applicant propose to employ five or more full-time employees? If the answer is Yes, the applicant must include an EEO program called for in the separate Model EEO Program Report (FCC Form 396-A)	Yes No

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith. I acknowledge that all certifications and attached Exhibits are considered material representations. I hereby waive any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and request an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

	Typed or Printed Title of Person Signing INDIVIDUAL
Signature	Date 05/01/2007

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Exhibits

Exhibit 5

Description: EXHIBIT 5

EXHIBIT 5--NARRATIVE DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTERESTS AS A RESULT OF THE TRANSFER

Attachment 5

Description
EXHIBIT 5NARRATIVE DESCRIPTION OF THE TRANSACTION AND CHANGES IN INTERESTS AS A RESULT OF THE TRANSFER

Exhibit 6

Description: EXHIBIT 6 AND EXHIBIT 6A

EXHIBIT 6-PART 1-AGREEMENTS TO TRANSFER OF CONTROL EXHIBIT 6-PART 2-AGREEMENTS TO TRANSFER OF CONTROL EXHIBIT 6A-REQUEST FOR 'PERMIT BUT DISCLOSE' STATUS

Attachment 6

I	Description
Exhibit 6-Part 1-Agreements to Transfer of Control	
Exhibit 6-Part 2-Agreements to Transfer of Control	
Exhibit 6A-Request for 'Permit but Disclose' Status	

Exhibit 7

Description: EXHIBIT 7

EXHIBIT 7-OTHER BROADCAST INTERESTS

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Attachment 7

Description

Exhibit 7-Other Broadcast Interests

Exhibit 9

Description: EXHIBIT 9

EXHIBIT 9-ADVERSE FINDINGS

Attachment 9

Description	
Exhibit 9Adverse Findings	

Exhibit 11

Description: OTHER TRANSFEREES

TRANSFEREE #2:

THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST

THE ADDRESS FOR TRANSFEREE 2 IS:
TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST
C/O GREATBANC TRUST COMPANY, TRUSTEE
1301 WEST 22ND STREET, SUITE 702
OAK BROOK, IL 60523
ATTENTION: MARILYN MARCHETTI AND DANIELLE MONTESANO

ATTENTION: MARILYN MARCHETTI AND DANIELLE MONTESANC 630-572-5121/5120

THE CONTACT REPRESENTATIVE FOR TRANSFEREE 2 IS: MARC S. MARTIN MARTIN L. STERN KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP 1601 K STREET, NW WASHINGTON, DC 20006 202-778-9859/202-661-3700 MARC.MARTIN@KLGATES.COM

TRANSFEREE #3: EGI-TRB, L.L.C.

THE ADDRESS FOR TRANSFEREE 3 IS: TWO NORTH RIVERSIDE PLAZA SUITE 600 CHICAGO, ILLINOIS 60606 312-454-0100

MARTY.STERN@KLGATES.COM

THE CONTACT REPRESENTATIVE FOR TRANSFEREE 3 IS: JOHN R. FEORE, JR. DOW LOHNES PLLC 1200 NEW HAMPSHIRE AVENUE, NW SUITE 800 WASHINGTON, DC 20036 202-776-2786

Attachment 11

JFEORE@DOWLOHNES.COM

Description

ESOP Trust Certification

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EGI-TRB, L.L.C. Certification

Exhibit 12

Description: TRANSFEREES

TRANSFEREE #2 (THE TRIBUNE EMPLOYEE STOCK OWNERSHIP PLAN AS IMPLEMENTED THROUGH THE TRIBUNE EMPLOYEE STOCK OWNERSHIP TRUST) IS A TRUST. TRANSFEREE #3 (EGI-TRB, L.L.C.) IS A LIMITED LIABILITY COMPANY.

Attachment 12

Exhibit 13

Description: EXHIBIT 13

SEE LICENSEE'S EXHIBIT 6

EXHIBIT 13A: AGREEMENTS FOR TRANSFER OF CONTROL

EXHIBIT 13B: PENDING RENEWAL APPLICATIONS

EXHIBIT 13C: REQUEST FOR PERMIT-BUT-DISCLOSE STATUS

Attachment 13

Description	
Agreements for Transfer of Control	
Pending Renewal Applications	
Request for Permit-but-Disclose Status	

Attachment 14

Description	
Description of Transaction and Parties to the Application	